

MEMO ON ALEE CELLULAR FILE

DOCKET FILE COPY ORIGINAL

John C. 7

BELL ATLANTIC

July 20, 1994

Today at approximately 6:30 a.m. I received a telephone call from Becky Jo Clark who had told me that she had told me that she had spoken with John Bankston, Esq. last night and he advised her that Bell Atlantic was not willing to put in the additional language that we wanted to prevent them from ever going against us for their construction costs. We then had a conference call with John Bankston, Terry Jones, Becky Jo Clark and myself, and decided that we would offer them an additional equity interest in Alee in exchange for their agreement to cover not only the operating expenses which were in excess of revenues for the additional sites that they were building out, but also to cover any and all construction costs which weren't covered by the net revenues of the system. I spoke with Dennis Spence, Nancy Kellner and Diana Gruemer, and got consents from each of them to offer Bell Atlantic a larger equity interest in Alee in consideration for their not charging us for any costs or operating expenses which were not covered by net revenues of the system. I spoke with Terry Jones and he contacted Vince DiConstanza, Ed Rogers and Amir Riahi and advised me that he had gotten their approval to offer the additional equity interest which would obviously mean a dilution of the partners' interest and that accordingly, he added up the approvals that he had and he had authorization by partners owning over a 70% interest in the partnership and accordingly, he had the vote of over 66-2/3% of the partnership for authorizing such action. Once he spoke to me and advised me that he had the authorization of over 70% I then called John Bankston and advised him to go ahead and negotiate with Bell Atlantic based upon this authorization.

Federal Bureau of Investigation	
Docket No. <u>WT02-28</u>	File No. <u>I(xv)</u>
Presented by <u>Evans</u>	
Disposition	Identified <input checked="" type="checkbox"/>
	Received <input type="checkbox"/>
	Reported <input type="checkbox"/>
<u>Hazzard</u>	
<u>10/23/02</u>	